

## AN ORDER

It is important to understand the process by which an order is placed with a broker. The reason is that how the broker executes affects the price at which the trade is executed and therefore the cost of the trade.

Once the order is received, the broker has a choice as to where to place the trade. We described the different markets where the trade can be placed: stock listed on one of the national exchanges, the New York Stock Exchange, a regional exchange, or a third market maker. Third market makers induce brokers to route their order to them by offering them a penny or more per share for the order. The payment for order flow. The broker cannot do this without the approval of the customer. When an account is opened, the brokerage firm provides a notification must also be provided annually. Moreover, as a rule, the customer must be told whether the broker received a payment in connection with the order. If the customer desires more information about the payment for a stock order, the customer is requesting the information from a broker.

If the order is for an OTC stock instead of a listed stock, the broker can execute the order to a Nasdaq market maker in the stock. Again, there is a payment made by a Nasdaq market maker.

Two other alternatives available to the broker are (1) to execute the order automatically matches buy and sell orders at specified prices and (2) to route the order to another division of the broker's firm to be filled by another broker. This alternative is referred to as internalization, and the broker's fee is the bid-ask spread.

The investor does have the right to direct the broker to use a particular method to execute the trade. However, the right to direct a trade is not without cost. A broker may charge a fee for that service. For active traders, however, a broker may be willing to direct trades without any such charge.

When brokers have the choice of how to execute trades, the investor has the right to seek out the best execution that is reasonably obtainable. The investor should evaluate the orders it receives from all customers in the aggregate and identify which of the alternative venues offer the most favorable execution. The factor that brokers are to consider in selecting the best execution venue are the potential for better execution (i.e., price improvement), the speed with which a trade can be executed, and the probability that a trade will be executed.

## COMMON STOCK TRADING

There are three types of common stock trading vehicles and security transactions: over-the-counter, exchange-listed, and Nasdaq equity derivatives.

### Over-the-Counter Trading

Over-the-counter (OTC) trading involves trading securities through a network of broker/dealers. Broker/dealers may trade exchange-listed and Nasdaq equity derivatives (e.g., the Bermuda Stock Exchange) or OTC via foreign exchange markets (e.g., the London Stock Exchange). In general, such transactions are conducted in a marketplace (typically the third market) during the next trading day.

### Rule 144A Securities

Rule 144A, adopted by the SEC in April 1990, is designed to facilitate secondary market trading in nonexempt securities among qualified institutional buyers (QIBs) by providing a "safe harbor" from the registration requirements of the Securities Act of 1933. QIBs are institutions with \$100 million invested in securities of issuers not affiliated with the qualified buyer. Basically Rule 144A permits the issue of nonexempt securities and their purchase by qualified institutions.

### American Depositary Receipts

American depositary receipts (ADRs) are negotiable certificates in registered form, issued in the United States by a U.S. bank, which certify that a specific number of foreign shares have been deposited with an overseas branch of the bank (or another financial institution) that acts as a custodian in the country of origin.

ADRs provide an opportunity for investors who want to invest in the shares of a foreign corporation to buy, hold, and sell their interests in these foreign securities without having to take physical possession of the securities, and while receiving dividends and exercising voting rights conveniently. A holder of an ADR can, at any time, request the underlying shares. Conversely, ADRs enable foreign corporations with shares that have not been admitted to a U.S. stock exchange to obtain access to the U.S. public capital market. Usually, only shares traded on a recognized foreign stock exchange are represented by ADRs. ADRs are discussed in greater detail later in this chapter.

## THE ROLE AND REGULATION OF DEALERS IN EXCHANGE AND OTC MARKETS

In Chapter 7 we explained the role of dealers in secondary markets. An important structural difference between exchanges and the OTC market affects the activities of dealers. The main difference is that exchanges use a single market maker, whereas OTC markets allow multiple market makers. On exchanges, the one market maker or dealer per stock is the specialist.

With only one specialist for a given stock, no other market makers on the exchange are available to provide competition. Does it mean that the specialist enjoys a monopolistic position? Not necessarily. Specialists face competition from several sources. Brokers in the crowd may have public market or limit orders that compete with specialists. In the case of multiple listed stocks, competition comes from specialists on other exchanges where the stock is listed. Since the repeal of Rule 390 during late 1999, competition can come from dealers in the OTC market. Finally, when a block trade is involved, specialists compete with the upstairs market. (A block trade is explained in the next chapter.)

In the OTC market, the number of dealers depends on the volume of trading in a stock. For example, there could be more than 60 dealers for an actively traded stock. If a stock is not actively traded, it may have only one or two dealers. As trading activity increases in a stock, no barriers prevent more entities from becoming dealers in that stock, other than satisfaction of capital requirements. Competition from more dealers offsets the threat of new dealers—forces bid-ask spreads to more competitive levels. Moreover, the capital-providing capacity of more than one dealer may benefit the market more than a single specialist performing the role of a market maker.

Those who think the OTC market is superior to an organized exchange often cite the greater competition from numerous dealers and the greater amount of capital they bring to the trading in a security. The exchanges, however, insist that the commitment

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